03039447

1201686

ECEIVED

SEC Potential persons who are to respond to the collection of information 1972 (6-contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response... 1

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

change.)

	PROC	CESSED
SEC U	SE ONL VEC	022003
Prefix	Serial _H	DMSON IANCIAL
DATE I	RECEIVED	

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Ancillary Care Management, Inc. Series B Preferred Stock
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULO
Type of Filing: [X] New Filing [] Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer ([] check if this is an amendment and name has changed, and indiciate

	Ancillary Care Manag	ement, Inc.
	ding Area Code)	(Number and Street, City, State, Zip Code) Telephone Number oa Street, Suite 2150, Los Angeles, CA 90017 (213) 213-
Tele	ess of Principal Business (phone Number (Including ferent from Executive Office same	
Brief I	Description of Business Health care	related software and services
Туре	of Business Organization	
[X]¢	orporation	[] limited partnership, already formed [] other (please specify):
[]bu	usiness trust	[] limited partnership, to be formed
	do Seugente en estado en e	Month Year

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [D][E]

[X] Actual [] Estimated

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

Actual or Estimated Date of Incorporation or Organization: [0][4] [0][1]

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

		Α	BASIC IDENTIFIC	CATION DATA		noon. An annaga wa ayadaa ah dada da ayaa ay
2. Er	Each pron Each bene disposition Each exec managing	noter of the iss eficial owner ha of, 10% or mo utive officer a partners of pa	aving the power to vorce of a class of eq	is been organized wit vote or dispose, or di uity securities of the rate issuers and of c and nership issuers.	rect the vote or issuer;	
	k Box(es) Apply:	[] Promote	r [X] Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full I		ame first, if ind s, David	ividual)		The second company of	
Busi				et, City, State, Zip Co angeles, CA 90017	de)	
Chec		t [] Promote	er [X] Beneficial Owner	[X] Executive Officer	[X] Director []	General and/o Managing Partner
Full I		ame first, if ind v, Thomas	ividual)		antha i dhiftingga eeccamana dheega qoo dhadaan an dheega gaya ar dhii dharaa ahaa ahaa ahaa dha dha dha dha d	Michigan (1984) - Michigan (19
Busir				et, City, State, Zip Co Angeles, CA 90017	de)	Cascotter (Cascotter (
Chec Apply	, ,	t [] Promot	er [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/o Managing Partner

Business or Residence Address (Number and Street, City, State, Zip Code)

	Marian Committee of the	and the second statement of the second statement of the second se	ogenerongene nedestangsammen into Mingry yangsak (interior yangsak sandara)	and the second state of the second	K. FORTON DE LA LAMBOR O TORRESONANTO DE LA PROTECTION DE LA PROTECTION DE LA PROTECTION DE LA PROPERTICION DE	orrow .
Chec Apply		[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [] Gene Mana Partr	aging
Full	Vame (Last nam Huck, Ma	ne first, if individua att	al)	те на настично в настично в насти на под настично в настично в настично в настично в настично в настично в наст		access and the second
Busir		ice Address (Num avenport Street, S		City, State, Zip Cod na, NE 68154	le)	
Chec Apply	, ,	[] Promoter [X	() Beneficial Owner	[] Executive Officer	[] Director [] Gene Mana Partr	aging
Full 1		ne first, if individua enturesV, L.P.	al)			and the second
Busir				City, State, Zip Cod Menlo Park, CA 940		a(coco
Chec Apply	, ,	[] Promoter [>	(] Beneficial Owner	[] Executive Officer	[] Director [] Gene Mana Partr	aging
Full N		ne first, if individua ioInvestments V,		он менен и состоя в под в	NY CHO COMPANY (INC. 1975) (IN	- Salaton
Busir				City, State, Zip Cod Menlo Park, CA 940		
Chec Apply	1 .	[] Promoter [X	(] Beneficial Owner	[] Executive Officer	[] Director [] Gen Man Parti	aging
Full N	lame (Last nam Validus	ne first, if individua	al)			
Busir	i .	ce Address (Num rkeley Street, Bos		City, State, Zip Cod	de)	covered
	(Use blank sh	eet, or copy and	use additional	copies of this she	et, as necessary.)	
		B. INFOI	RMATION ABO	UT OFFERING		control of the contro
	as the issuer sol	d, or does the iss	uer intend to se	II, to non-accredited	investors in this	Yes No
2. W	hat is the minim		-	olumn 2, if filing under ted from any individu		

state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

***************************************	77	A. BA	SIC IDENTIFIC	ATION DATA		COLUMN CO
2. Er	ter the informat	ion requested for	the following:	u voluli a arqui unitali indicassississis (interessississississississississississississi	uumaali (s s tii s uur sagataan koo gi uuma riikkoo ya sa mada kasyyaa sadah kii kasaa ka ka ka ka ka ka ka k	RECOLORS SEED AMERICANIA DE CESTA E
•	Each benefi disposition of Each execu- managing p	cial owner having of, 10% or more o	the power to v f a class of equ rector of corpor ship issuers; ar	ote or dispose, or duity securities of the rate issuers and of cond		
Chec Apply	1	[] Promoter [X	() Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full !	Name (Last nan Salix Ventures	ne first, if individuall, L.P.	al)	oraccione e recentar a constituir de constituir de la con	gar, com in gargata an english analas english an english an english an english energy ya penere	
Busin		nce Address (Nun Boulevard, Suite		t, City, State, Zip Co , TN 37215	ode)	en entere i sentitaten en alla est de est
Chec Appl	, , ,	[] Promoter [>	(] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full	Name (Last nan Salix Affiliate:	ne first, if individuals	al)	ладуй прит Пева и нестоли на того на того на пода на п	oos Miko gagayn vanti isaan wax ida qaagu sii Kii uu saa dad ilgaaga wax ii ga gagayaa Ee	от под
Busin		ice Address (Nun ills Boulevard, Su		t, City, State, Zip Co ille, TN 37215	ode)	and all and for the control of the c
Chec Apply	1 1	[] Promoter []	Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full 1	Name (Last nan Loeber, Gary	ne first, if individua	al)	manuscan Million com the congress could naive a man communication of could be the control to	and developed the process of the developed and the second and the	The second of th
Busir		ice Address (Nun g Drive, Suite 530		t, City, State, Zip Co MN 55344	ode)	
Chec	, ,	[] Promoter []	Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner

Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

		A. BASIC IDENTIFIC	CATION DATA	MALO CONTO DE LA COLLEGA D	опосновной при
2. Er	ter the information reques	ted for the following:	**************************************	The contact of the second of the second of the contact of the second of the second of the second of the second	NATIONAL MANAGEMENTALE
•	Each promoter of the is Each beneficial owner I disposition of, 10% or n Each executive officer of managing partners of p Each general and managing	having the power to v nore of a class of equand director of corpo artnership issuers; a	vote or dispose, or di uity securities of the rate issuers and of c nd	rect the vote or issuer;	
Chec Appl	k Box(es) that []Promo y:	oter [X] Beneficial Owner	[] Executive Officer	[] Director []	General and/o Managing Partner
Full	Name (Last name first, if in St. Paul Venture Capital V	,		and a second	COMPANION CONTROL AND CONTROL
Busi	ness or Residence Address 10400 Viking Drive, Suite			de)	Mick connectivatival control c
Chec Appl	k Box(es) that []Promo y:	oter [] Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partner
Full	Name (Last name first, if in Roberg, Kevin	dividual)	and the second s		- Additional Managery (Managery)
Busii	ness or Residence Address 1695 Hunter Drive, Med		t, City, State, Zip Co	de)	indervender der vergrechten von der vergrechten vergre
Chec Appl	ck Box(es) that []Promo y:	ter [] Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partner
Full I	Name (Last name first, if ind Stevens, David	dividual)	ornita para 2000 na seramm an an non rimunta 2000 (qualitati de geographique) para oku, ude	- Maria da Principia de Caracteria de Caracteria de Principia de Caracteria de La Caracteria de Cara	(2016)
Busii	ness or Residence Address 1640 Century Center P			de)	остинент турі (1-0-004 -0 -0044)
Chec Appl		ter [] Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partner

Full I	Name (Last name first, if individual) Jensen, David	
	ness or Residence Address (Number and Street, City, State, Zip Code) c/o Ancillary Care Management, Inc. 725 S. Figueroa Street, Suite 2150, Los Angel 90017	es,
Chec Apply		General and/or Managing Partner
Full	Name (Last name first, if individual) McDonagh, Bernard	option (not in contract to
Busin	ness or Residence Address (Number and Street, City, State, Zip Code) 222 Berkeley Street, Boston, MA 02492	nti-naga-nagarantika.megar
Chec Apply		General and/or Managing Partner
Full	Name (Last name first, if individual) Lester, Michael	700-1888 (1970) (1980) (1980) (1980) (1980) (1980) (1980) (1980) (1980) (1980) (1980) (1980) (1980) (1980) (19
Busir	ness or Residence Address (Number and Street, City, State, Zip Code)	
Chec Appl		General and/or Nanaging Partner
Full	Name (Last name first, if individual) Felsenthal, Martin	unn agnarrana.com
Busir	ness or Residence Address (Number and Street, City, State, Zip Code) 30 Burton Hills Boulevard, Suite 370, Nashville, TN 37215	NO COMPANY PROPERTY AND ADDRESS.
	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)	occovered Academics Con
***************************************	B. INFORMATION ABOUT OFFERING	entriment consistency of the constitution of t
	as the issuer sold, or does the issuer intend to sell, to non-accredited investors in this ng?	Yes No
	Answer also in Appendix, Column 2, if filing under ULOE.	
	nat is the minimum investment that will be accepted from any individual?	\$ Yes No
4. En direct	ter the information requested for each person who has been or will be paid or given, the state of securities in the offering. If a person to be listed is an associated on or agent of a broker or dealer registered with the SEC and/or with a state or states.	[] []

Full Name (Last name first, if individual) Glasser, Bob	
Business or Residence Address (Number and Street, City, State, Zip Code) 1055 Westlakes Drive, Suite 300, Berwyn, PA 19312	
Check Box(es) that [] Promoter [] Beneficial [] Executive [] Director [] Gen Apply: Owner Officer Man	aging
Full Name (Last name first, if individual)	Visiona
Business or Residence Address (Number and Street, City, State, Zip Code)	**************************************
Check Box(es) that [] Promoter [] Beneficial [] Executive [] Director [] Gen Apply: Owner Officer Man Part	aging
Full Name (Last name first, if individual)	NOMET NO
Business or Residence Address (Number and Street, City, State, Zip Code)	uscinee
Check Box(es) that [] Promoter [] Beneficial [] Executive [] Director [] Gen Apply: Owner Officer Man	aging
Full Name (Last name first, if individual)	weakerne
Business or Residence Address (Number and Street, City, State, Zip Code)	angio tegati
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)	HANDOLA
B. INFORMATION ABOUT OFFERING	apezonaki
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes No X
Answer also in Appendix, Column 2, if filing under ULOE.	\$2E 000
2. What is the minimum investment that will be accepted from any individual?	\$ <u>25,000</u> Yes No
3. Does the offering permit joint ownership of a single unit?	Χ
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	f
Full Name (Last name first, if individual) NONE	Medicine Medicine
Business or Residence Address (Number and Street, City, State, Zip Code)	

\$<u>25,000</u>

3. D	oes the o	ffering p	ermit joi	nt owne	rship of a	a single (unit?					Yes No
or in with a bro brok	nter the ir directly, a sales of s oker or de er or dea er or dea	any como securitie saler reg ler. If mo	mission s in the d istered v ore than	or simila offering. with the five (5)	ar remun If a pers SEC and persons	eration fo son to be d/or with to be list	or solicita listed is a state d ted are a	ation of p an asso or states, ssociate	ourchase ciated pe list the r d person	rs in con erson or name of	nection agent of the	
Full	Name (La None	ast name	e first, if	individu	al)							
Busi	ness or F	Residenc	e Addre	ss (Nun	nber and	Street, (City, Stat	e, Zip Co	ode)		OCCUPANTO CONTRACTOR C	•
Nam	e of Asso	ociated E	Broker o	r Dealer								
State	s in Whi	ch Perso	on Listed	Has So	olicited o	r Intends	to Solic	it Purcha	sers			'
(Cho	ck "All	States"	or chec	k indiv	idual St	ates)	• • • • • • • • • • • • • • • • • • • •	••		[] All St	ates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[AI]	[KS]	[KY] [NJ]	[LA] [NM]	[ME]	[MD] [NC]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE]	[NV] [SD]	[NH] [TN]	[XT]	[IVIVI] [UT]	[NY] [VT]	[VA]	[ND] [WA]	[OH] [WV]	[WI]	[OR] [WY]	[PA] [PR]
Full	Name (La	ast name	e first, if i	individua	al)	**************************************	Africancia (Africancia) de Contrata de Con	Mezodestodelich in gegenstehen der neutralische der neutr	ag ag a scooling graph and enterly agreement and analysis	er blisheda polikeren er yayaman kerebe	**************************************	,
Busi	ness or R	Residenc	e Addre	ss (Num	ber and	Street, (City, Stat	e, Zip Co	ode)	***************************************	ANN TON TEMBER CONTROL MERCON STATE OF THE BELLEVIOLE	
Nam	e of Asso	ociated E	Broker or	Dealer					**************************************		attern consistence of the constitution of the	
State	s in Whic	ch Perso	n Listed	Has So	olicited or	r Intends	to Solic	it Purcha	sers		NO COTTO COMPANION CONTRACTOR AND AND AND CONTRACTOR AND CONTRACTO	
(Che	eck "All	States"	or chec	k indiv	idual St	ates)	•••••	.,		[] All St	ates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[AM]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
Sector of the Contract of the	***************************************	anageory) (Children of Alberta of Angles of States of St	process since in a contract of the contract of	Parker specific affectioning software department	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	Vame (La	egovoleni leggese tess telli (rityotegos politico e	magical control of the security and security	oceania rapadente recoluzação NO SE Est P. C.			Processory process recognism directions	16% mensiologiscops, 49% (Millioneous pal 1997)	ence and management of the Management	illi 4487 i sidiciki (tyylaiki tit 14 4 0 ithing maga		
Busir	ness or R	esidenc	e Addres	ss (Num	ber and	Street, C	City, State	e, Zip Co	ode)		ille en beste der Mengelen med til de sen en sociale	
Nam	e of Asso	ciated B	roker or	Dealer	autonosis solin, nuovo santoi na pupa anta a solinno.	essential properties and the second s	endamenteriorisma colonic descriptorios	**************************************	MINOS AND	o Artico directori delgo unoscoprati deger digressi	**************************************	
4	s in Whic								sers			
1	ck "All :									[] All Sta	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]

[RI] [[SC]	[SD]	[TN]	[TX]	(UT)	[VT]	[VA]	[AW]	[WV]	[WI]	[WY]	[PR]
(Us	se blar	nk shee	et, or co	py and	use add	ditional	copies c	of this s	heet, as r	necessa	ry.)	
c. of	FERIN	IG PRI	CE, NUI	MBER C)F INVE	STORS,	EXPEN	SES AN	D USE O	F PROC	EEDS	national desiration of
1. Enter to offering a or "zero." and indicate for exchange	and the " If the cate in	total a transac the coli	mount a ction is a umns be	already s an excha elow the	sold. Ent ange offe amount	er "0" if ering, ch	answer is eck this l	s "none" box "				
Тур	e of Se	ecurity								egate ig Price	Amo	unt Alread Sold
Deb	ot								\$	0	\$	0
Equ	ity		•••••						\$		\$	
		[]] Comm	on [X] Pre	eferred						
Con	vertibl	e Secu	rities (in	cluding	warrants	s)		••••	\$ <u>8,600,0</u>	02.68	\$ <u>8,60</u>	0,002.68
		•							\$ <u>C</u>		\$	0
4									\$0		\$	0
T	otal								\$8,600,0	102 GR	00.00	0,002.68
2. Enter t	the nur	mber of	Append	lix, Colui	mn 3, if f	filing und	der ULOE investors	E. s who	φ <u>ο,000,0</u>	<u>002.00</u>	⊅ <u>o,o∪</u>	0,002.00
2. Enter thave pure amounts number of dollar amounts	the nur chased of thei of pers	mber of d secur ir purch ons wh of their p	Append accred ities in the ases. From the ases of the	ited and his offerior or offerior ourchast	mn 3, if f non-acc ing and ngs unde ed secur	filing und credited the aggr er <u>Rule 5</u> rities and	investors egate do 504, indic d the agg	who llar ate the	\$ <u>6,000,0</u>	02.00	\$ <u>0,00</u>	<u>0,002.00</u>
2. Enter thave pure amounts number of dollar amounts	the nur chased of thei of pers	mber of d secur ir purch ons wh of their p	Append accred ities in the ases. From the ases of the	ited and his offerior or offerior ourchast	mn 3, if f non-acc ing and ngs unde ed secur	filing und credited the aggr er <u>Rule 5</u> rities and	investors egate do 504, indic d the agg	who llar ate the	Number Investors		Aggre Dollar	egate Amount
2. Enter thave pure amounts number of dollar amiss "none"	the nur chased of thei of pers nount of or "ze	mber of d secur ir purch ons wh of their p ro."	Append f accred ities in the lases. For o have pourchase	ited and his offer or offerii purchas es on th	mn 3, if f non-acc ing and ngs unde ed secur e total fir	filing und credited the aggr er <u>Rule 5</u> rities and nes. Ente	investors egate do 504, indic d the agg	who llar ate the regate	Number	3	Aggre Dollar of Pul	egate
2. Enter thave purion amounts number of dollar amis "none"	the nurchased of their of personant of their of their of their or "zee"	mber of d secur ir purch ons wh f their p ro."	Append f accred ities in the ases. For have pourchase ors	ited and his offer or offerir purchas es on th	mn 3, if find non-accing and and age under detection to the first term of the first	redited the aggr er <u>Rule 5</u> rities and nes. Ent	investors egate do 504, indic d the agg er "0" if a	who llar ate the regate inswer	Number Investors	3	Aggre Dollar of Pul	egate Amount chases 0,002.68
2. Enter thave pure amounts number of dollar amis "none" Acci	the numerchased of their of personant of or "zee	mber of security purchons who fitheir pro."	Append f accred ities in the ses. For have purchase ors	ited and his offer or offering purchasses on th	mn 3, if f	redited the aggrer Rule 5 ities and nes. Enter	der ULOE investors egate do 604, indic d the agg er "0" if a	who llar tate the regate inswer	Number Investors	3	Aggre Dollar of Pu \$ <u>8,60</u> \$	egate · Amount · chases 0,002.68 0
2. Enter to nave pure amounts number of dollar am s "none" Acco	the nurchased of their of personant of or "ze redited in-accre	mber of d secur ir purch ons wh f their p ro." I Invest dited Ir filings	Append f accred ities in the ases. For have pourchase ors	ited and his offerior offerior purchases on the	non-accing and angs under secure total lin	redited the aggrer Rule 5 rities and nes. Enter	der ULOE investors egate do 504, indic d the agg er "0" if a	who llar ate the regate inswer	Number Investors	3	Aggre Dollar of Pu \$ <u>8,60</u> \$	egate · Amount · chases 0,002.68 0
2. Enter thave pure amounts number of dollar amis "none" Accomposition Accomposition Accomposition Armatic offerings sale of search and accomposition Armatic offerings sale of search armatic offeri	the nurchased of their of personal control or "ze redited a-accrestal (for nswer a filling is on requor of the ecurities	mber of secur in purch ons who if their pro." I invest dited in filings also in uested types in this	Append f accred ities in the ses. For have sourchase ors nivestors under R Append offering for all sendicated	ited and his offer or offering purchases on the lix, Colurunder Fecurities I, the two	non-accing and ags under ded secure total line and line a	redited the aggrer Rule 5 rities and nes. Enter illing und or 505, the issuments	investors egate do 504, indic d the agg er "0" if a	who llar cate the cregate inswer	Number Investors	3	Aggre Dollar of Pu \$ <u>8,60</u> \$	egate · Amount · chases 0,002.68 0
2. Enter thave puramounts number of dollar amis "none" According	the nurchased of their of personal control of the countries of office of office of the countries of the countries of the countries of office office of office o	mber of d secur ir purch ons who f their pro." I Invest dited In fillings also in uested types in this in 1.	Append f accred ities in the ses. For the s	ited and his offer or offer in purchases on the continuation of th	non-accing and angs under ded secure total line total l	redited the aggrer Rule 5 rities and or 505, the issue months rities by	investors egate do 504, indic d the agg er "0" if a ler ULOE enter the er, to dat s prior to type liste	who llar cate the regate inswer	Number Investors	6	Aggre Dollar of Pui \$ <u>8,60</u> \$ \$	egate Amount chases 0,002.68
2. Enter to have pure amounts number of dollar amounts some "Accompanies "none" Accompanies "none" Accompanies "none" Accompanies "none" Arcompanies "none" Arcompanies "none" Arcompanies "none" Arcompanies "none" Arcompanies "none" Accompanies "none" Accom	the nurchased of their of personal of the redited and the redited and the redited filling is on required the recurities uestion the redited at the redited of the recurities of the redited at the redite	mber of disecuring purchons who fitheir pro." I Invest dited Infillings also in for an uested types in this in 1.	Append f accred ities in the ses. For have pourchase ors ovestors under R Append offering for all sendicated s offerin	ited and his offer or offering purchases on the continuation with the continuation of	non-accing and ags under ded secure total line total li	redited the aggrer Rule 5 rities and or 505, the issue months rities by	investors egate do 504, indic d the agg er "0" if a	who illar tate the tregate inswer	Number Investors 8 0	Security	Aggre Dollar \$8,60 \$_\$ Dollar Sold \$	egate Amount rchases 0,002.68 0

Rule 504		\$
Total	· · · · · · · · · · · · · · · · · · ·	\$
. a. Furnish a statement of all expenses in connection with the		
ssuance and distribution of the securities in this offering. Exclude		
mounts relating solely to organization expenses of the issuer. The		
nformation may be given as subject to future contingencies. If the		
mount of an expenditure is not known, furnish an estimate and check	(
ne box to the left of the estimate.		
Transfer Agent's Fees	***************************************	[]\$
Printing and Engraving Costs		[]\$
Legal Fees		[X]\$ <u>50,000</u>
Accounting Fees		[] \$
Engineering Fees		[]\$
Sales Commissions (specify finders' fees separately)		[]\$
Other Expenses (identify)		[]\$
Total		[X] \$ <u>50,000</u>
I Oldi	**************	[\times] \(\psi \)
lifference is the "adjusted gross proceeds to the issuer."		
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount surpose is not known, furnish an estimate and check the box to the lefustimate. The total of the payments listed must equal the adjusted groups.	for any tof the ss	
i. Indicate below the amount of the adjusted gross proceeds to the iss or proposed to be used for each of the purposes shown. If the amount ourpose is not known, furnish an estimate and check the box to the lef	for any it of the ss bove.	
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount surpose is not known, furnish an estimate and check the box to the lefustimate. The total of the payments listed must equal the adjusted groups.	for any it of the ss bove. Payr	ments to
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount surpose is not known, furnish an estimate and check the box to the lefustimate. The total of the payments listed must equal the adjusted groups.	for any it of the ss bove. Payr Offic	cers,
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount surpose is not known, furnish an estimate and check the box to the lefustimate. The total of the payments listed must equal the adjusted groups.	for any it of the ss bove. Payr Offic	cers, ctors, & Payments To
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount purpose is not known, furnish an estimate and check the box to the left estimate. The total of the payments listed must equal the adjusted grown codeds to the issuer set forth in response to Part C - Question 4.b also also also below the interest of the payments.	for any it of the ss bove. Payr Offic Direc Affilia	cers, ctors, & Payments To ates Others
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount surpose is not known, furnish an estimate and check the box to the lefustimate. The total of the payments listed must equal the adjusted groups.	for any ft of the ss bove. Payr Offic Direc	cers, ctors, & Payments To
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount surpose is not known, furnish an estimate and check the box to the left estimate. The total of the payments listed must equal the adjusted grown coceeds to the issuer set forth in response to Part C - Question 4.b all Salaries and fees	for any it of the ss bove. Payr Offic Direc Affilia	cers, ctors, & Payments To ates Others []
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount surpose is not known, furnish an estimate and check the box to the left estimate. The total of the payments listed must equal the adjusted grown codeds to the issuer set forth in response to Part C - Question 4.b all salaries and fees Purchase of real estate	for any it of the ss bove. Payr Offic Direc Affilia	cers, ctors, & Payments To ates Others
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount purpose is not known, furnish an estimate and check the box to the left stimate. The total of the payments listed must equal the adjusted grown codeds to the issuer set forth in response to Part C - Question 4.b all salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery	for any it of the ss bove. Payr Offic Direct Affilia [] \$ []	cers, ctors, & Payments To ates Others [] \$[] \$[]
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount surpose is not known, furnish an estimate and check the box to the left estimate. The total of the payments listed must equal the adjusted grown codeds to the issuer set forth in response to Part C - Question 4.b all salaries and fees Purchase of real estate	for any it of the ss bove. Payr Office Affilia [] \$ [] \$ [] \$ []	cers, ctors, & Payments To ates Others [] \$[] \$[]
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment	for any it of the ss bove. Payr Offic Direc Affilia [] \$ [] \$ []	cers, ctors, & Payments To ates Others [] [] [] [] [] []
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities	for any it of the ss bove. Payr Office Affilia [] \$ [] \$ [] \$ []	cers, ctors, & Payments To others [] \$[] \$[] \$[]
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of	for any it of the ss bove. Payr Offic Direc Affilia [] \$ [] \$ [] \$ [] \$ []	cers, ctors, & Payments To Others [] \$[] \$[] \$[] \$[] \$[] \$[]
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in	for any it of the ss bove. Payr Offic Direc Affilia [] \$ [] \$ [] \$ []	cers, ctors, & Payments To Others [] \$[] \$[] \$[] \$[] [] \$[]
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer.	for any it of the ss bove. Payr Offic Direc Affilia [] \$ [] \$ [] \$ [] \$ []	cers, ctors, & Payments To Others [] \$[] \$[] \$[] \$[] \$[] \$[]
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	for any it of the ss bove. Payr Offic Direct Affilia [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ []	cers, ctors, & Payments To Others [] \$ [
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer.	for any it of the ss bove. Payr Offic Direc Affilia [] \$ [] \$ [] \$ []	cers, ctors, & Payments To Others [] \$[] \$[] \$[] \$[] [] \$[]
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	for any it of the ss bove. Payr Offic Direct Affilia [] \$ [] \$ [] \$ [] \$ [] [] [] [] [] [] [] [] [] [] [] [] []	cers, ctors, & Payments To Others [] \$ [
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount surpose is not known, furnish an estimate and check the box to the left istimate. The total of the payments listed must equal the adjusted grost proceeds to the issuer set forth in response to Part C - Question 4.b at a salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness	for any it of the ss bove. Payr Office Affilia [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ []	cers, ctors, & Payments To Others [] \$
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	for any it of the ss bove. Payr Offic Direct Affilia [] \$ [] \$ [] \$ [] \$ [] [] [] [] [] [] [] [] [] [] [] [] []	cers, ctors, & Payments To Others [] \$ [
Indicate below the amount of the adjusted gross proceeds to the isser proposed to be used for each of the purposes shown. If the amount surpose is not known, furnish an estimate and check the box to the left istimate. The total of the payments listed must equal the adjusted grost proceeds to the issuer set forth in response to Part C - Question 4.b at a salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness	for any it of the ss bove. Payr Office Affilia [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ [] \$ []	cers, ctors, & Payments To Others [] \$[] \$[] \$[] \$[] \$[] \$[] \$[] \$[] \$[] \$[] [X]

		\$\$_	
		[] []	
Column Totals		[] [X]	550,002.6
Total Payments Listed (column totals added)		[X] \$ <u>8,550,0</u>	002.68
D. FEDERAL SIG	NATURE	kecitek i on hande de 1707 heterocourillijen, hande de lijke (1,577 lijk), er de voede pro udelle 15 0 pelijen In de lijke (1,577 lijk), hande de lijke (1,577 lijk), hande (1,577 lijk),	ng
The issuer has duly caused this notice to be signed by this notice is filed under Rule 505, the following signate furnish to the U.S. Securities and Exchange Comminformation furnished by the issuer to any non-accred Rule 502.	ture constitutes an underta ission, upon written reques	aking by the issuer st of its staff, the	-
Issuer (Print or Type)	Signature	Date	
Ancillary Care Management, Inc.	Matri	11/2	5/03
Name of Signer (Print or Type)	Title of Signer (Print	or Type)	
David Willcutts	President		
ATTENTIO	ikkaniinin alvitainin taivi ilmiikannin tainin tiilikanin tiilikanin ja saa een ta'aan kasaanaa tai mika tiili LKI	and the contract of the contra	
U.S.C. 100	en and men met to comment and the magnetic interconnection and an entered and an entered and the contract and an entered and a	entrikainan kennya terterah pian-antok manguntur sepambanya penanggan penanggan pen	and the second s
E. STATE SIGN	ATURE	entingenion valengenio noti dell'initia valencia dell'enga, contempos dell'ingegnessi lappa qual dell'enga	•
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification ovisions of such rule?			
See Appendix, Column 5, f	or state response.		
2. The undersigned issuer hereby undertakes to furnishhich this notice is filed, a notice on Form D (17 CFR aw.			
3. The undersigned issuer hereby undertakes to furnise request, information furnished by the issuer to offeree		ors, upon written	
4. The undersigned issuer represents that the issuer is satisfied to be entitled to the Uniform limited Offering notice is filed and understands that the issuer claiming ourden of establishing that these conditions have bee	Exemption (ULOE) of the s g the availability of this exe	state in which this	
The issuer has read this notification and knows the conotice to be signed on its behalf by the undersigned d		duly caused this	

Issuer (Print or Type)	Signature	Date
Ancillary Care Management, Inc.	4) AMM	11/23/03
Name of Signer (Print or Type)	Title (Print or Type)	
David Willcutts	President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

	Intend to no accrece investo Star (Part B-I	on- dited ors in te	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK				American Committee Committ					
AZ					راي در . مناعدين ولين خواد المناوع در را خاد والمناعلين معدد المناور والمناعلين المناعلين المناعلين			معقد والمعاملة المتاونة والمتاونة وا	
AR								,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
CA									
co									
СТ								والمستعدد المستعدد ا	
DE									
DC									
FL									
GA									
н									
ID									
IL									
IN									

IA	(1) - 1, 12 - 12 did (1) - 1 (1) - 1 (1) (1) (1) (1) (1) (1) (1) (1) (1) (2011 (1911) (1911) (1911) (1911) (1911) (1911) (1911) (1911) (1911) (1911) (1911) (1911) (1911) (1911) (1911)	Sanatora, argundaria (14 las		es an assessination and a second angular recommendent	100 part of the 100 part of th		
KS			minaconicia de la constanti					
KY					eringene maggin programma en			
LA			partie igrand-bei-ison					Alexandra de rica popular e la
ME								ha
MD	international designation of the second		and men an arguitement days		فالمطولات وبيوا 1960 فيداد من 196 الأسمية الإيواد بالمدارة الإيلى			
MA	X	\$1,871,611.20	1	\$1,871,611.20	0	0		X
MI		and and a state of the late of the late of the state of t		and the second s	giggi menjedeni magazi (Al-Al-Al-Al-Al-Al-Al-Al-Al-Al-Al-Al-Al-A	and a picture of the continuous and a second		aligaga a hagiya niin a kili ka aayaa a fara qiraani
MN								.,
мѕ								::2125.00 //Att. 1010 (0.12
мо							25251.111.111.12.13.141.111.111.111.1111.111	COLUMN CONTRACTOR COLUMN COLUM
мт			مرحم المستحدث المراجع المستحد		<u></u>			
NE					halia da antara da a			
NV			and the state of t	And the second s	olodoli (III III olombori (III III III III III III III III III I			A SANTON AND AND AND AND AND AND AND AND AND AN
NH					managanya ,			Anno interes i institution est
NJ	dati i da di d				Carrier Bully Carlet Selection Control			
NM				1				
NY					<u></u>			
NC	transministrativamentia	andra de la companya		CHARLE CORPORATION CONTRACTOR AND	gapatette geneemen Kanaan uu valeemuse 2022			
ND		والمراقبة	Haranagarra (and Sanasa)		<u>2.6,6:000,0000000000000000000000000000000</u>			
ОН		A seguent of the second						
ОК			yidi disilik mahamo dalam		ett (1994)			i di amora i a i Alii da al al al i i i i a
OR					MINISTER OF THE PROPERTY OF TH			ACCUSED FOR THE STATE OF THE ST
PA					и при под 1991 г. г. до 19			
RI			nta continue de la c					
sc	n Kajana arra jaroji in 10 15 gangi a	A CONTRACTOR OF THE PROPERTY O			dicion e Marita e il Chimbre a i Prizazione a i e i e	(Coston-o-)presidence (c. () (Bub ngggabali na kanggaran mana	
SD					n maniferializati nastroni kazastan nasta kazasta kazasta kazasta kazasta kazasta kazasta kazasta kazasta kaza			
TN	X	\$4,026,003.72	3	\$4,026,003.72	0	0		X
TX	A. A	Annual Control of the	Nishmini pilanim momenti ili i seki		ETTOMAESTATALES, ELLETTING, IQUID ETTING,			andri Green Age, parada i i i i i i i i i i
UT			and the copy of the control of the copy of		uppering and in the state of th			and the second second
VT							Distriction of the second	
VA								
WA	X	\$120,777.60	1	\$120,777.60	0	0	. manunungan ang manunungan ang m	X
wv			renef) _{kaj} a mujakin eva, a jel naja V		an narvardin (fili) (lilian na chalas, af iji kilinni an _{na sh} aqqaban liliri i [†] i fili			angan karya a kaja kan kiliki (ilan kan ila
WI						The second second	orani i i i i i i i i i i i i i i i i i i	
WY	<u> </u>							, y , mar e a l'anna ag l'ignandiù de
PR	Anna and Anna and Anna and Anna and Anna							